

BEFORE THE VIRGINIA GAS AND OIL BOARD

3. Jurisdiction and Notice: Pursuant to Va. Code § 45.1-361.1 et seq., the Board finds that it has jurisdiction over the subject matter. Based upon the evidence presented by Applicant, the Board also finds that the Applicant has (1) exercised due diligence in conducting a meaningful search of reasonably available sources to determine the identity and whereabouts of each

gas and oil owner, coal owner, or mineral owner having an interest in Subject Drilling Unit underlying and comprised of Subject Lands; (2) has represented to the Board that it has given notice to those parties (hereafter sometimes "person(s)" whether referring to individuals, corporations, partnerships, associations, companies, businesses, trusts, joint ventures or other legal entities) entitled by Va. Code § 45.1-361.19 to notice of this application; and (3) that the persons set forth in Exhibit B hereto have been identified by Applicant as owners of Gas interests underlying Subject Drilling Unit, including those who have not heretofore leased, sold or voluntarily agreed with the Applicant to pool their Gas interests in Subject Drilling Unit. Further, the Board has caused notice of this hearing to be published as required by Va. Code § 45.1-361.19.B. Whereupon, the Board hereby finds that the notices given herein satisfy all statutory requirements, Board rule requirements and the minimum standards of state due process.

4. Amendments: None.

5. Dismissals: None.

6. Relief Requested:

6.1. In VGOB Docket No. 99-1019-0762, Applicant requests an exception to the statewide spacing requirements set forth in Va. Code § 45.1-361.17 for Well Number V-4337 for Applicant's development and operation of Conventional Gas from the Devonian Shales, including, but not limited to the Base Lee Sands, Ravencliff, Maxon, Little Lime, Big Lime, Borden, Coffee Shale, Berea and Devonian Shales, Cleveland mbr. And Upper Horsepen mbr. formations, from surface to total depth drilled of 4,950 feet, excluding coalbeds and rock strata associated therewith ("Subject Formations"). Applicant requests the Board's consent to drill Well Number V-4337, 2,420.00 feet from existing EPC Well Number V-2540, 2,042.80 feet from EPC Well Number V-2665, and 2,457.40 feet from existing EPC Well Number V-2537, at the location depicted on Exhibit A hereto.

6.2. In VGOB Docket No. 99-1019-0761, Applicant requests (1) that pursuant to Va. Code § 45.1-361.20, the Board establish Subject Drilling Unit to be served by Well No. V-4337; and (2) that pursuant to Va. Code § 45.1-361.21, the Board pool the rights, interests and estates in and to the Gas of the known and unknown persons listed in Exhibit B hereof, and their known and unknown heirs, executors, administrators, devisees, trustees, assigns and successors, both immediate and remote, for the drilling and operation, including production, of Gas from the Subject Drilling Unit established for Subject Formations underlying and comprised of the Subject Lands, (hereafter sometimes collectively identified and referred to as "Well Development and/or Operation in the Subject Drilling Unit"); and, (3) that the Board designate Applicant as Unit Operator.

7. Relief Granted: The requested relief in this cause be and hereby is granted.

7.1 Pursuant to the Application filed in VGOB Docket No. 99-1019-0762, Applicant is allowed to permit and drill Well Number V-4337 2,420.00 feet from existing EPC Well No. V-2540; 2,042.80 feet from existing EPC Well No. V-2665; and 2,457.40 feet from existing EPC Well V-2537, at the location depicted on Exhibit A hereto;

7.2 Pursuant to the Application filed in VGOB Docket No. 99-1019-0761, the Board hereby: (1) establishes Subject Drilling Unit pursuant to Va. Code § 45.1-361.20; (2) pursuant to Va. Code § 45.1-361.21.C.3, EQUITABLE PRODUCTION COMPANY (hereafter "Unit Operator") is designated as the Operator authorized to drill and operate Well No. V-4337 in the Subject Drilling Unit to produce Conventional Gas from Subject Formations, subject to the permit provisions contained in § 45.1-361.27 et seq., Code of Virginia, 1950 as amended, to § 4 VAC 25-150 et seq., Gas and Oil Regulations and to § 4 VAC 25-160 et seq., Virginia Gas and Oil Board Regulations, all as amended from time to time; and (3) the rights, interests and estates in and to the Conventional Gas in Subject Drilling Unit including those of the known and unknown persons listed on Exhibit B, attached hereto and made a part hereof, and their known and unknown heirs, executors, administrators, devisees, trustees, assigns and successors, both immediate and remote, leased or unleased, be and hereby are pooled in the Subject Formations in the Subject Drilling Unit underlying and comprised of the Subject Lands.

<u>Subject Formations</u>	<u>Unit Size</u>	<u>Permitted Well Location</u>	<u>Field and Well Classification</u>
Surface to total depth drilled of 4,950 feet for the Devonian Shales, including, but not limited to the Base Lee Sands, Ravencliff, Maxen, Little Lime, Big Lime, Borden, Coffee Shale, Berea and Devonian Shales; Cleveland mbr.,	An approximately 112.69 acre circular drilling unit	V-4337 (See Exhibit A)	No applicable field rules; subject to the statewide spacing requirements of Va. Code § 45.1-361.17 and the location exception granted herein

Upper
Horsepen mbr.
formations

For the Subject Drilling Unit
underlying and comprised of the Subject
Land Served by Well No. V-4337

Wise County, Virginia

8. Election and Election Period: In the event any Gas owner named in Exhibit B has not heretofore reached a voluntary agreement to share in the operation of the well to be located in Subject Drilling Unit at a rate of payment mutually agreed to by said Gas owner and the Operator, then, such person may elect one of the options set forth in Paragraph 9 below and must give written notice of his election of the option selected under Paragraph 9 herein to the designated Unit Operator at the address shown below within thirty (30) days from the date this Order is recorded in the county above named. A timely election shall be deemed to have been made if, on or before the last day of said 30-day period, such electing person has delivered his written election to the designated Unit Operator at the address shown below or has duly postmarked and placed his written election in first class United States mail, postage prepaid, addressed to the Unit Operator at the address shown below.

9. Election Options:

9.1 Option 1 - To Participate In The Development and Operation of the Drilling Unit: Any Gas owner named in Exhibit B who has not reached a voluntary agreement with the Operator may elect to participate in the Well Development and Operation on the Subject Drilling Unit (hereafter "Participating Operator") by agreeing to pay the estimate of such Participating Operator's proportionate part of the actual and reasonable costs, including a reasonable supervision fee, of the Well Development and Operation, as more particularly set forth in Virginia Gas and Oil Board Regulation 4 VAC 25-160-100 (herein "Completed for Production Costs"). Further, a Participating Operator agrees to pay the estimate of such Participating Operator's proportionate part of the Estimated, Completed-for-Production Costs as set forth below to the Unit Operator within forty-five (45) days from the later of the date of mailing or the date of recording of this Order. The estimated Completed-for-Production Costs for the Subject Drilling Unit are as follows:

Estimated, Completed-for-Production Costs:
(Multiple Completion)

\$263,015.00

A Participating Operator's proportionate cost hereunder shall be the result obtained by multiplying the Participating Operator's percentage Interest Within Unit as set forth in Exhibit B times the costs stated immediately above. Provided, however, that in the event a Participating Operator elects to participate and fails or refuses to pay the estimate of his proportionate part of the Estimated, Completed-for-Production Costs as set forth above, all within the time set forth herein and in the manner prescribed in Paragraph 8 of this Order, then such Participating Operator shall be deemed to have elected not to participate and to have elected compensation in lieu of participation pursuant to Paragraph 9.2 herein.

- 9.2 Option 2 - To Receive A Cash Bonus Consideration: In lieu of participating in the Well Development and Operation of Subject Drilling Unit under Paragraph 9.1 above, any Gas owner named in Exhibit B who has not reached a voluntary agreement with the Operator may elect to accept a cash bonus consideration of \$5.00 per net mineral acre owned by such person, commencing upon entry of this Order and continuing annually until commencement of production from Subject Drilling Unit, and thereafter a royalty of 1/8th of 8/8ths [twelve and one-half percent (12.5%)] of the net proceeds received by the Unit Operator for the sale of the Gas produced from any Well Development and Operation covered by this Order multiplied by the Gas owner's percentage Interest Within Unit as set forth in Exhibit B (for purposes of this Order, net proceeds shall be actual proceeds received less post-production costs incurred downstream of the wellhead, including, but not limited to, gathering, compression, treating, transportation and marketing costs, whether performed by Unit Operator or a third person) as fair, reasonable and equitable compensation to be paid to said Gas owner. The initial cash bonus shall become due and owing when so elected and shall be tendered, paid or escrowed within one hundred twenty (120) days of recording of this Order. Thereafter, annual cash bonuses, if any, shall become due and owing on each anniversary of the date of recording of this order in the event production from Subject Drilling Unit has not theretofore commenced, and once due, shall be tendered, paid or escrowed within sixty (60) days of said anniversary date. Once the initial cash bonus and the annual cash bonuses, if any, are so paid or escrowed, said payment(s) shall be satisfaction in full for the right, interests, and claims of such electing Gas owner in and to the Gas produced from Subject Formation in the Subject Lands, except, however, for the 1/8th royalties due hereunder.

The election made under this Paragraph 9.2, when so made, shall be satisfaction in full for the right, interests, and claims of such electing person in any Well Development and Operation covered hereby and such electing person shall be deemed to and hereby does lease and assign its right, interests, and claims in and to the Gas produced from Subject Formation in the Subject Drilling Unit to the Unit Operator.

- 9.3. Option 3 - To Share In The Development And Operation As A Non-Participating Person On A Carried Basis And To Receive Consideration In Lieu Of Cash: In lieu of participating in the Well Development and Operation of Subject Drilling Unit under Paragraph 9.1 above and in lieu of receiving a cash bonus consideration under Paragraph 9.2 above, any gas owner named in Exhibit B, who has not reached a voluntary agreement with the Operator may elect to share in the Well Development and Operation of Subject Drilling Unit on a carried basis (as a "Carried Well Operator") so that the proportionate part of the Completed-for-Production Costs hereby allocable to such Carried Well Operator's interest is charged against such Carried Well Operator's share of production from Subject Drilling Unit. Such Carried Well Operator's rights, interests, and claims in and to the Gas in Subject Drilling Unit shall be deemed and hereby are assigned to the Unit Operator until the proceeds from the sale of such Carried Well Operator's share of production from Subject Drilling Unit (exclusive of any royalty, excess or overriding royalty, or other non-operating or non cost-bearing burden reserved in any lease, assignment thereof or agreement relating thereto covering such interest) equals three hundred percent (300%) for a leased interest or two hundred percent (200%) for an unleased interest (whichever is applicable) of such Carried Well Operator's share of the Completed-for-Production Costs allocable to the interest of such Carried Well Operator. When the Unit Operator recoups and recovers from such Carried Well Operator's assigned interest the amounts provided for above, then, the assigned interest of such Carried Well Operator shall automatically revert back to such Carried Well Operator, and from and after such reversion, such Carried Well Operator shall be treated as if it had participated initially under Paragraph 9.1 above; and thereafter, such participating person shall be charged with and shall pay his proportionate part of all further costs of such well development.

The election made under this Paragraph 9.3, when so made, shall be satisfaction in full for the right, interests, and claims of such electing person in any well development and operation covered hereby and such electing person shall be deemed to have and hereby does assign his right, interests, and claims in and to the Gas produced from Subject Formation in the Subject Drilling Unit to the Unit Operator for the period of time during which his interest is carried as above provided prior to its reversion back to such electing person.

10. Failure to Properly Elect: In the event a person entitled to elect fails to do so within the time, in the manner, and in accordance with the terms of this Order one of the alternatives set forth in Paragraph 9 above for which his interest qualifies, then such person shall be deemed to have elected not to participate in the proposed Well Development and Operation in Subject Drilling Unit and shall be deemed, subject to any final legal determination of ownership, to have elected to accept as satisfaction in full for such person's right, interests, and claims in and to the Gas the consideration provided in Paragraph 9.2 above for which its interest qualifies

and shall be deemed to have leased and/or assigned his right, interests, and claims in and to Gas in the Subject Drilling Unit to the Unit Operator. Persons who fail to properly elect shall be deemed to have accepted the compensation and terms set forth herein at Paragraph 9.2 in satisfaction in full for the right, interests, and claims of such person in and to the Gas produced from Subject Formation underlying Subject Lands.

11. Default By Participating Person: In the event a person so entitled elects to participate under Paragraph 9.1, but fails or refuses to pay, to secure the payment or to make an arrangement with the Unit Operator for the payment of such person's proportionate part of the Estimated Completed-for-Production costs as set forth herein, all within the time and in the manner as prescribed in this Order, then such person shall be deemed to have withdrawn his election to participate and shall be deemed to have elected to accept as satisfaction in full for such person's right, interests, and claims in and to the Gas the consideration provided in Paragraph 9.2 above for which his interest qualifies depending on the excess burdens attached to such interest. Whereupon, any cash bonus consideration due as a result of such deemed election shall be tendered, paid or escrowed by Unit Operator within one hundred twenty (120) days after the last day on which such defaulting person under this Order should have paid his proportionate part of such cost or should have made satisfactory arrangements for the payment thereof. When such cash bonus consideration is paid or escrowed, it shall be satisfaction in full for the right, interests, and claims of such person in and to the Gas underlying Subject Drilling Unit in the Subject Lands covered hereby, except, however, for any 1/8th royalties which would become due pursuant to Paragraph 9.2 hereof.

12. Assignment of Interest: In the event a person pooled hereby is unable to reach a voluntary agreement to share in the operation of the well contemplated by this Order at a rate of payment agreed to mutually by said Gas owner and the Operator, and said person elects or fails to elect to do other than participate under Paragraph 9.1 above in the Well Development and Operation in Subject Drilling Unit, then such person shall be deemed to have and shall have assigned unto Unit Operator such person's right, interests, and claims in and to said well, in Subject Formations in Subject Drilling Unit, and other share in and to Gas production to which such person may be entitled by reason of any election or deemed election hereunder in accordance with the provisions of this Order governing said elections.

13. Unit Operator (or Operator): EQUITABLE PRODUCTION COMPANY be and hereby is designated as Unit Operator authorized to drill and operate Well No. V-4337 in Subject Formations in Subject Drilling Unit, all subject to the permit provisions contained in Va. Code § 45.1-361.27 et seq., §§ 4 VAC 25-150 et seq., Gas and Oil Regulations and §§ 4 VAC 25-160 et seq., Virginia Gas and Oil Board Regulations, all as amended from time to time, and all elections required by this Order shall be communicated to Unit Operator in writing at the address shown below:

EQUITABLE PRODUCTION COMPANY
 P. O. Box 1983
 1989 East Stone Drive
 Kingsport, TN 37662
 Phone: (423) 224-3800
 Fax: (423) 224-3892
 Attn: Dennis R. Baker, Regulatory

14. Commencement of Operations: Unit Operator shall commence or cause to commence operations for the drilling of the well covered hereby within seven hundred and thirty (730) days from the date of this Order and shall prosecute the same with due diligence. If Unit Operator shall not have so commenced and/or prosecuted, then this Order shall terminate, except for any cash sums becoming payable hereunder; otherwise, unless sooner terminated by Order of the Board, this Order shall expire at 12:00 P.M. on the date on which the well covered by this Order is permanently abandoned and plugged. However, in the event an appeal is taken from this Order, then the time between the filing of the Petition for Appeal and the final Order of the Circuit Court shall be excluded in calculating the two year period referenced herein.

15. Operator's Lien: Unit Operator, in addition to the other rights afforded hereunder, shall have a lien and a right of set off on the Gas estates, rights, and interests owned by any person subject hereto who elects to participate under Paragraph 9.1 in the Subject Drilling Unit to the extent that costs incurred in the drilling or operation on the Subject Drilling Unit are a charge against such person's interest. Such liens and right of set off shall be separable as to each separate person and shall remain liens until the Unit Operator drilling or operating the well covered hereby has been paid the full amounts due under the terms of this Order.

16. Escrow Provisions:

16.1 Escrow Account: Applicant has represented to the Board that there are unknown and/or unlocatable gas owners within Tract 1 of Subject Drilling Unit whose interests are subject to the escrow requirements of Paragraph 16.2 below. The Escrow Agent is required to establish an escrow account (herein "Escrow Account") pursuant to Paragraphs 16.2 below.

First Union National Bank
 Corporate Trust PA1328
 123 South Broad Street
 Philadelphia, PA 19109-1199
 Telephone: (215) 985-3485 or (800) 665-9359
 Attention: Don Ballinghoff

16.2 Escrow Provisions for Unknown or Unlocatable Persons: If any payment of bonus, royalty payment or other payment due and owing cannot be made because the person entitled thereto cannot be located or is unknown, then such cash bonus, royalty payment or other payment shall not be commingled with any funds of the Unit Operator and shall, pursuant to Va. Code § 45.1-361.21.D, be deposited by the Operator into the Escrow Account, commencing within one hundred

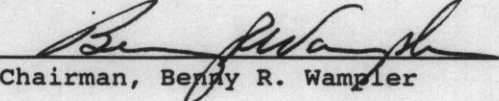
twenty (120) days of recording of this Order, and continuing thereafter on a monthly basis with each deposit to be made, by use of a report format approved by the Inspector, by a date which is no later than sixty (60) days after the last day of the month being reported and/or for which funds are subject to deposit. Such funds shall be held for the exclusive use of, and sole benefit of the person entitled thereto until such funds can be paid to such person(s) or until the Escrow Agent relinquishes such funds as required by law or pursuant to order of the Board in accordance with Va. Code § 45.1-361.21.D.

17. Special Findings: The Board specifically and specially finds:

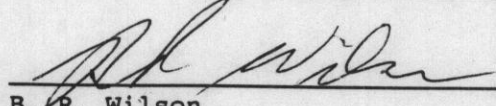
- 17.1 Applicant claims ownership of Gas leases on 93.800541 percent of Subject Drilling Unit and the right to explore for, develop and produce Gas from same.
- 17.2 Applicant is an operator in the Commonwealth of Virginia and has satisfied the Board's requirements for operations in Virginia;
- 17.3 Applicant has proposed the drilling of Well No. V-4337 to a depth of 4,950 feet on the Subject Drilling Unit at the location depicted in Exhibit A to develop the pool of Gas in Subject Formations.
- 17.4 Applicant proposes to complete and operate Well V-4337 for the purpose of producing conventional gas. The location depicted on Exhibit A does not represent a legal location for a conventional gas well in that said location does not comply with the statewide spacing limitations of Va. Code § 45.1-361.17.
- 17.5 Set forth in Exhibit B is the name and last known address of each person of record identified by the Applicant as Gas owners within Subject Drilling Unit, including those persons who have not reached a voluntary agreement to share in the operation of Well V-4337 at a rate of payment agreed to mutually by said gas and oil owners and the Operator. Gas interests unleased to the Operator represent 6.199459 percent of Subject Drilling Unit.
- 17.6 The estimated production over the life of the proposed well is 650 million cubic feet.
- 17.7 Applicant's evidence established that the fair, reasonable and equitable compensation to be paid to any person in lieu of the right to participate in any well covered hereby are those options provided in Paragraph 9 above.
- 17.8 The Subject Drilling Unit does not constitute an unreasonable or arbitrary exercise of Applicant's right to explore for or produce Gas.

- 17.9 The proposed well, at the location requested by Applicant, is necessary to effectively and efficiently drain a portion of the common sources of supply (reservoir) underlying Subject Drilling Unit which cannot be adequately and efficiently drained without an exception to the distance limitations and spacing requirements of Va. Code § 45.1-361.17, as depicted on Exhibit A-1 hereto.
- 17.10 The relief requested and granted is just and reasonable, is supported by substantial evidence and will afford each person in the Subject Drilling Unit the opportunity to recover or receive, without unnecessary expense, each person's just and fair share of the production of the gas and/or oil from Subject Drilling Unit. The granting of the Applications and relief requested therein will ensure to the extent possible the greatest ultimate recovery of gas and oil, prevent or assist in preventing the various types of waste prohibited by statute and protect or assist in protecting the correlative rights of all persons in the subject common sources of supply in the Subject Lands. Therefore, the Board is entering an Order granting the relief herein set forth.
18. Mailing Of Order And Filing Of Affidavit: Applicant or its Attorney shall file an affidavit with the Secretary of the Board within sixty (60) days after the date of receipt of this Order stating that a true and correct copy of said Order was mailed within seven (7) days from the date of receipt of this Order to each person pooled by this Order whose address is known.
19. Availability of Unit Records: The Director shall provide all persons not subject to a lease with reasonable access to all records for Subject Drilling Unit which are submitted by the Unit Operator to said Director and/or his Inspector(s).
20. Conclusion: Therefore, the requested relief and all terms and provisions set forth above be and hereby are granted and IT IS SO ORDERED.
21. Appeals: Appeals of this Order are governed by the provisions of Va. Code Ann. § 45.1-361.9 which provides that any order or decision of the Board may be appealed to the appropriate circuit court. Such appeals must be taken in the manner prescribed in the Administrative Process Act, Va. Code Ann. § 9-6.14:1 et seq. and Rule 2A of the Rules of the Virginia Supreme Court.
22. Effective Date: This Order shall be effective on the date of its execution.

DONE AND EXECUTED this 29th day of November, 1999, by a majority of the Virginia Gas and Oil Board.

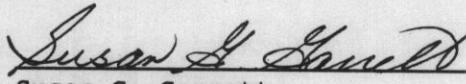

Chairman, Benny R. Wampler

DONE AND PERFORMED this 7 day of December, 1999, by
Order of this Board.


B. R. Wilson
Acting Principal Executive to the Staff
Virginia Gas and Oil Board

STATE OF VIRGINIA)
COUNTY OF WISE)

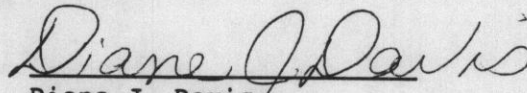
Acknowledged on this 29th day of November, 1999, personally
before me a notary public in and for the Commonwealth of Virginia, appeared
Benny Wampler, being duly sworn did depose and say that he is Chairman of the
Virginia Gas and Oil Board, that he executed the same and was authorized to do
so.


Susan G. Garrett
Notary Public

My commission expires July 31, 2002

STATE OF VIRGINIA)
COUNTY OF WASHINGTON)

Acknowledged on this 17th day of December, 1999, personally
before me a notary public in and for the Commonwealth of Virginia, appeared B.
R. Wilson, being duly sworn did depose and say that he is Acting Principal
Executive to the Staff of the Virginia Gas and Oil Board, that he executed the
same and was authorized to do so.

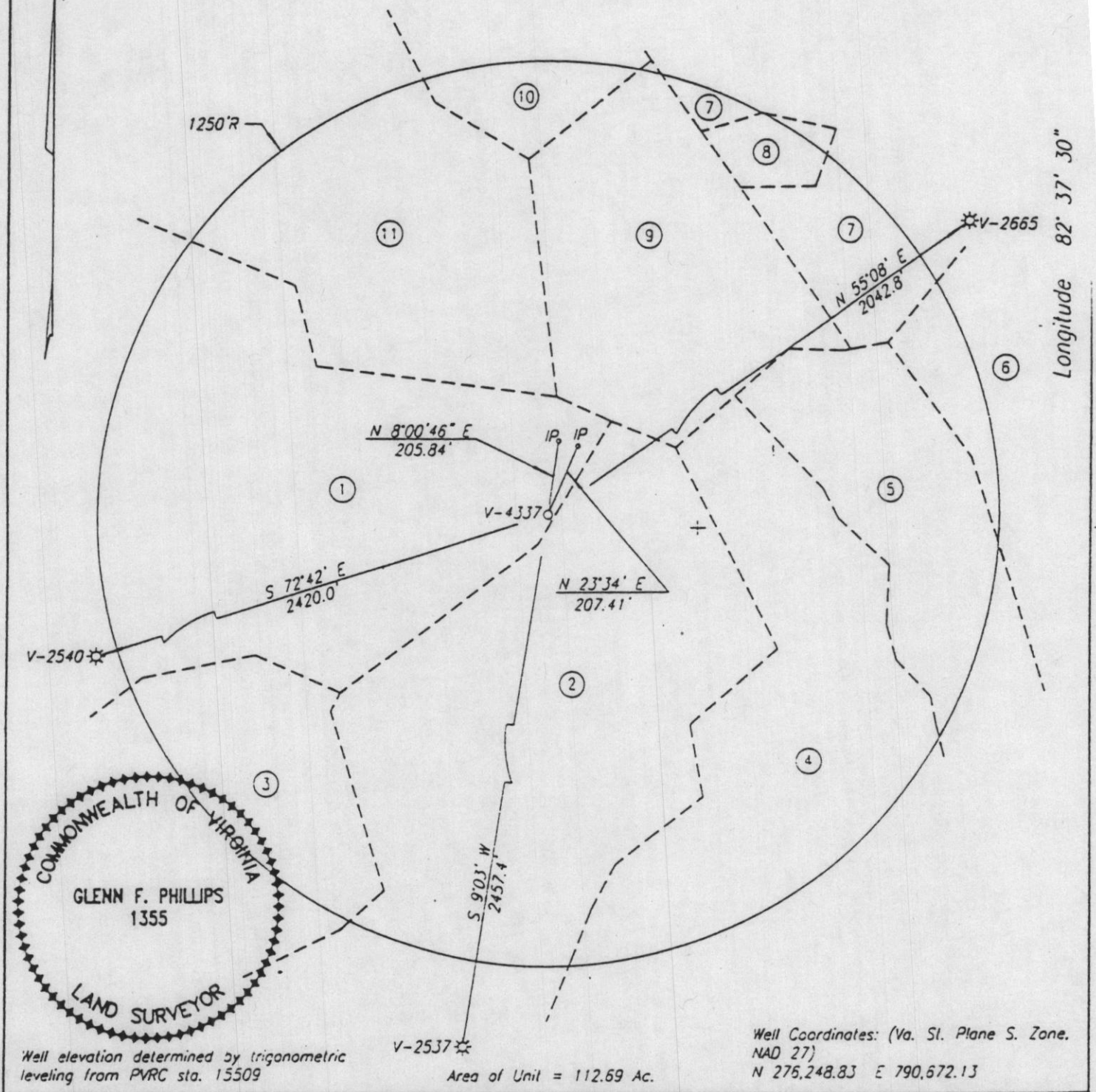

Diane J. Davis
Notary Public

My commission expires September 30, 2001

000059 DEC-78
5,420

Latitude 37° 02' 30"

Longitude 82° 37' 30"



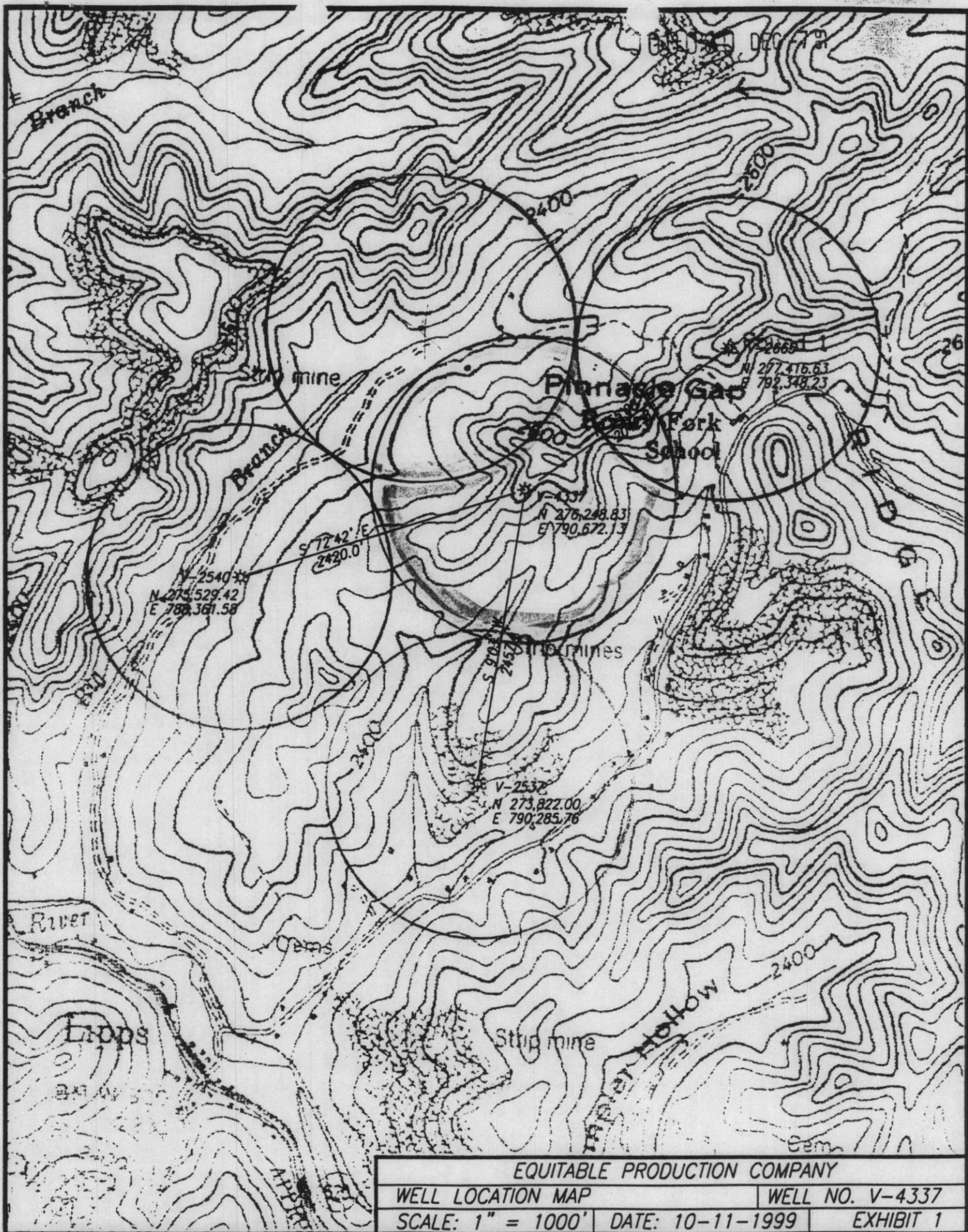
WELL LOCATION PLAT

COMPANY Equitable Production Company WELL NAME AND NUMBER V-4337
TRACT NO. Tr. No. 2448211 ELEVATION 2544.94 QUADRANGLE Flat Gap
COUNTY Wise DISTRICT Roberson SCALE 1" = 400' DATE 9-09-1999
This Plat is a new plat x; an updated plat ; or a final location plat

+ Denotes the location of a well on United States topographic Maps, scale 1 to 24,000, latitude and longitude lines being represented by border lines as shown.

Glenn F. Phillips

~~Licensed Professional Engineer or~~ Licensed Land Surveyor



V-4337PLAT
TRACT OWNERSHIP INFORMATION SCHEDULE

- 1 . Lease No. 244821L
C. A. Day Heirs - oil & gas
60 Acres
Penn Virginia Coal Company - surface & coal (except Dorchester Seam and above)
Delta Resources, Inc. - coal (Dorchester Seam and above)
Gas 24.64 ac. 21.86%
- 2 . Lease No. 223096L / Tk. 775
Penn Virginia Oil & Gas Corporation - oil & gas
33.79 Acres
Coastal Coal Company, LLC - surface & coal (WI-78)
Gas 24.16 ac. 21.44%
- 3 . Lease No. 223096L / Tk. 732
Penn Virginia Oil & Gas Corporation - oil & gas
J. R. Wampler
93.90 Acres
Gas 6.54 ac. 5.81%
- 4 . Lease No. 245086L
Walter Bentley, et al - oil & gas
Coastal Coal Company, LLC - coal (WI-78)
Gas 15.66 ac. 13.90%
- 5 . Lease No. 244508L
Fred & Hazel Kilgore - oil & gas
Glenn & Rita Kilgore - oil & gas
10.50 Acres
Gas 8.25 ac. 7.32%
- 6 . Lease No. 223010L
Coastal Coal Company, LLC - oil & gas (WI -78)
J. L. Mullins
18.4 Acres
Gas 1.73 ac. 1.54%
- 7 . Lease No. 244506L
Kenneth Calhoun - oil & gas
25.166 Acres
Gas 3.70 ac. 3.28%
- 8 . Russell & Deborah Skorupa - oil & gas
1.79 Acres
Gas 1.09 ac. 0.96%

Page 2

Tract Owner. Info. V-4337

- 9 . Lease No. 244724L
Ronald & Betty Guibord - oil & gas
12.1 Acres
Penn Virginia Coal Company - coal (except Dorchester Seam and above)
Delta Resources, Inc. - coal (Dorchester Seam and above)
Gas 12.26 ac. 10.88%
- 10 . Lease No. 244507L
Carl & Louise Stidham - oil & gas
32.06 Acres
Gas 2.07 ac. 1.84%
- 11 . Lease No. 244976L
Charles R. Welch, et ux - oil & gas
12.554 Acres
Penn Virginia Coal Company - coal (except Dorchester Seam and above)
Delta Resources, Inc. - coal (Dorchester Seam and above)
Gas 12.59 ac. 11.17%

EXHIBIT "B"
V-4337

000063 DEC-78

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
1	<u>CAPTAIN A. DAY HEIRS</u>			
	<u>Victoria Watts Heirs</u>			
	<u>Homer Watts Heirs</u>			
	Clara Watts, Widow Box 1015 Pound, VA 24279	Leased-EPC 244821L-48	1.561429%	1.7600
	<u>Ina Sutphin Heirs</u>			
	Winfred Cantrell, Widower 21 Crystal Drive Manheim, PA 17545	Leased-EPC 244821L-59	0.390358%	0.4400
	Elizabeth Kennedy and Howard Kennedy, W/H 835 Rice Run Road Manheim, PA 17545	Leased-EPC 244821L-56	0.390358%	0.4400
	Barbara S. Mullins, Widow 52 West Gramby Street Manheim, PA 17545-2424	Leased-EPC 244821L-53	0.390358%	0.4400
	<u>Donnie Sutphin Heirs</u>			
	Dorothy Sutphin, Widow 10702 Chestnut Street Los Alamitos, CA 90720	Unleased	0.130119%	0.1467
	Thomas Sutphin and Kimberly Sutphin, H/W 735 Eureka Road Wyandotte, MI 48192	Unleased	0.086747%	0.0978
	Ina Willis and Ricky Willis, W/H 4322 McKinley Road Norton, VA 24273	Leased-EPC 244821L-32	0.086747%	0.0978
	Gregory Sutphin, Single 735 Eureka Road Wyandotte, MI 48192	Leased-EPC 244821L-31	0.086747%	0.0978

EXHIBIT "B"
V-4337

000064 DEC-78

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
<u>Pearl Wampler Heirs</u>				
	James A. Wampler and Eileen M. Wampler H/W P. O. Box 403427 Hesperia, CA 92340	Leased-EPC 244821L-40	0.780714%	0.8800
	Mildred Kirkland, Widow 722 E. 13th Avenue, SE Apt. 209 Olympia, WA 98501-7318	Leased-EPC 244821L-52	0.780714%	0.8800
<u>Ruth Wampler Dean Heirs</u>				
	Bobby Dean, Single 1114 Central Street S.E. Olympia, WA 98501	Unleased	0.260238%	0.2933
	Kenneth Dean, Widower 509 West Harvard Shelton, WA 98584	Leased-EPC 244821L-41	0.260238%	0.2933
	Larry Dean and Laurel Dean, H/W 519 Stoll Road, SE Olympia, WA 98501	Leased-EPC 244821L-61	0.260238%	0.2933
<u>Thelma Holle Heirs</u>				
	Ricky Holley 114 Central St SE Olympia WA 98501	Unleased	0.260238%	0.2933
	Frankie Austin Address Unknown	Unleased	0.260238%	0.2933
<u>Marcella Lott Heirs</u>				
	Gretta Griffin and Jeff Griffin, W/H 22202 127th St E Sumner WA 98390-7638	Unleased	0.086746%	0.0978
	Gregory Lott Address Unknown	Unleased	0.086746%	0.0978

EXHIBIT "B"
V-4337

000065 DEC-78

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
	Ronnie Lott 27917 68th Avenue S. Roy, WA 95850-9786	Unleased	0.086746%	0.0978
	<u>Octova Woodruff Heirs</u>			
	Grace Carpenter and Boyd Carpenter, W/H 4095 Fruit St La Verne CA 91750-2934	Leased-EPC 244821L-58	0.780714%	0.8800
	Flora R Combs, Single P O Box 1727 Statesville NC 28687	Leased-EPC 244821L-57	0.780714%	0.8800
	Virginia E. Farr and Harry Farr, W/H 116 Sunset Hills Drive Sedona, AZ 86336	Unleased	0.780714%	0.8800
	<u>Loma Woodruff Heirs</u>			
	<u>Gladys Woodruff Heirs</u>			
	Randall Lee Woodruff, single 3733 Cr. 513 Wildwood, FL 34785	Leased-EPC 244821L-96	0.780714%	0.8800
	<u>Alice Harris Heirs</u>			
	Mae Brawley, single James Bond, AIF P. O. Box 9170 Richmond, VA 23227	Leased-EPC 244821L-39	1.040952%	1.1733
	<u>Corie Couch Heirs</u>			
	Thomas Autrey Couch, Sr. and Marjorie Couch, H/W 3556 Shore Drive Unit 503 Virginia Beach, VA 23455	Leased-EPC 244821L-38	0.346984%	0.3911

EXHIBIT "B"
V-4337

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<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
	Cora Lorene Couch Bond and James Bond, H/W 8228 Tyndale Road Richmond, VA 23227	Leased-EPC 244821L-38	0.346984%	0.3911
	Doris Irene Couch, single 8228 Tyndale Road Richmond, VA 23227	Leased-EPC 244821L-38	0.346984%	0.3911
	<u>Charlie Harris Heirs</u>			
	Carolyn Manhatten Address Unknown	Unleased	1.040952%	1.1733
	<u>Alley Irwin Heirs</u>			
	<u>Charles Irwin Heirs</u>			
	Hazel Irwin, Widow Box 572 Pound, VA 24279	Leased-EPC 244821L-33	[0.000000%] Life Estate	[0.0000]
	Ronald Irwin and Betty Jean Irwin, H/W 393 Balch Street Morristown, TN 37813	Leased-EPC 244821L-34	3.122857% Remainderman	3.5200
	<u>E. M. Day Heirs</u>			
	E. M. Day, Jr., and Helen Day, H/W 1819 Sharps Chapel Road Sharps Chapel, TN 37866	Unleased	0.390357%	0.4400
	Edna Addington and Ralph Addington, W/H 7717 W Bloomfield Rd Peoria AZ 85381-5257	Leased-EPC 244821L-45	0.390357%	0.4400
	<u>Gladys Woodruff Heirs</u>			
	Randall Lee Woodruff, single 3733 Cr. 513 Wildwood, FL 34785	Leased-EPC 244821L-96	0.390357%	0.4400

EXHIBIT "B"
V-4337

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<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
	<u>Mollie Hill Heirs</u>			
	Blanche L. Gibson, Widow P O Box 1026 Norton, VA 24273	Leased-EPC 244821L-84	0.390357%	0.4400
	<u>Edith Wilson Heirs</u>			
	Janet Jones and Dorsel Jones, W/H Route 4, Box 628 Lafollette, TN 37766	Unleased	0.078071%	0.0880
	Fred E. Wilson and Pauline Wilson, H/W 702 Dunaway Street Miamisburg, OH 45342	Leased-EPC 244821L-86	0.078071%	0.0880
	Jack W. Wilson and Shirley Wilson, H/W 5 Rea Drive Medway, OH 45341	Leased-EPC 244821L-55	0.078071%	0.0880
	<u>Doyle R. Wilson, Sr. Heirs</u>			
	Doyle R. Wilson, Jr. and Rita Wilson, H/W 9909 Sheehan Road Centerville, OH 45429	Leased-EPC 244821L-44	0.039036%	0.0440
	Gloria W. Hoefler and Ronald Hoefler, H/W 2656 Washington Mill Road Bellbrook, OH 45305	Leased-EPC 244821L-44	0.039036%	0.0440
	<u>Ruth Wilson Heirs</u>			
	Kenneth E. Chitwood, single 5216 Buckner Drive Huber Heights, OH 45424	Leased-EPC 244821L-54	0.039036%	0.0440

EXHIBIT "B"
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<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
	Cynthia Hunt and Kevin Hunt W/H 6066 Laycross Drive Huber Heights, OH 45424	Leased-EPC 244821L-87	0.039036%	0.0440
	<u>Elizabeth Bolling Heirs</u>			
	Guy Bolling and Hellen Bolling, H/W P. O. Box 1772 Wise, VA 24293	Leased-EPC 244821L-30	0.097589%	0.1100
	Barbara Lankist, single P. O. Box 254 Coleman, FL 33521	Leased-EPC 244821L-50	0.097589%	0.1100
	Pauline Roberts and Carl Roberts, W/H 1050 Circle Drive Wise, VA 24293	Leased-EPC 244821L-46	0.097589%	0.1100
	Kathy Bolling and Harold Bolling, W/H PO Box 61 Coleman FL 33521-0061	Leased-EPC 244821L-51	0.097589%	0.1100
	<u>W. M. Day Heirs</u>			
	<u>Aggie Day Heirs</u>			
	Ronald Wayne Day Address Unknown	Unleased	0.390357%	0.4400
	<u>Louie Presley Heirs</u>			
	<u>Marshall Presley Heirs</u>			
	Gay Nell Presley, Widow 6369A Guest River Road Norton, VA 24273	Leased-EPC 244821L-27	0.780714%	0.8800
	<u>Harry Presley Heirs</u>			
	<u>Ova Preslev Heirs</u>			

EXHIBIT "B"
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<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
	Robin Presley, single 3115 S. Brown St. Anderson, IN 40616	Leased-EPC 244821L-37	0.130119%	0.1467
	Randy Presley, single 4104 Townhouse Rd Apt E Richmond, VA 23228	Leased-EPC 244821L-37	0.130119%	0.1467
	<u>Hubert Presley Heirs</u>			
	Virginia Presley Moore P O Box 1038 Wise VA 24293	Unleased	0.520476%	0.5867
	<u>Maxie Gardner Heirs</u>			
	Mary Ann Jones and C. Sterling Jones, W/H 410 39th Court Vero Beach, FL 32968	Leased - EPC 244821L-43	0.780714%	0.8800
	<u>Edward Delong Heirs</u> Address Unknown	Unleased	0.780714%	0.8800
	Penn Virginia Corporation c/o Penn Virginia Oil & Gas Corp. 999 Executive Park Blvd., Suite 300 Kingsport, TN 37660	Leased - EPC 223096L-01 TR 758	0.390358%	0.4400
2	Penn Virginia Corporation c/o Penn Virginia Oil & Gas Corp. 999 Executive Park Blvd., Suite 300 Kingsport, TN 37660	Leased - EPC 223096L-01 TR 775	21.440000%	24.1600
3	Penn Virginia Corporation c/o Penn Virginia Oil & Gas Corp. 999 Executive Park Blvd., Suite 300 Kingsport, TN 37660	Leased - EPC 223096L-01 TR 732	5.810000%	6.5400

EXHIBIT "B"
V-4337

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<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
4	Clarence Bentley, Single 512 Wampler Road Baltimore MD 21220	Leased-EPC 245086L01	4.633333%	5.2200
	Willard Bentley & Glenda Bentley, H/W 7839 Oak Dale Baltimore MD 21237	Leased-EPC 245086L02	4.633333%	5.2200
	Walter Bentley & Wilma Bentley, H/W 9807 Bird River Road Baltimore MD 21220	Leased-EPC 245086L03	4.633334%	5.2200
5	Fred Kilgore & Hazel Kilgore, H/W 7185A Rocky Fork Road Wise VA 24293	Leased-EPC 244508L01	3.660000%	4.1250
	Glenn Kilgore & Rita Kilgore, H/W 7185A Rocky Fork Road Wise VA 24293	Leased-EPC 244508L01	3.660000%	4.1250
6	Coastal Coal Company, LLC (Formerly ANR Coal Company, LLC) P. O. Box 1871 Roanoke, VA 24228	Leased-EPC 223010L Tr. WI-78	1.540000%	1.7300
7	Kenneth Calhoun & Barbara Calhoun, H/W Route 2 Box 317 Wise VA 24293	Leased-EPC 244506L01	3.280000%	3.7000
8	Russell Skorupa & Debra Lynn Skorupa, H/W P O Box 2257 Wise VA 24293	Unleased	0.960000%	1.0900

EXHIBIT "B"
V-4337

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<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
9	Betty J. Guibord, Single 8196 Burloak Way Elk Grove CA 95758	Leased-EPC 244724L01	5.440000%	6.1300
	Ronald Guibord, Married 8789 LaMarguerita Way Sacramento CA 95828	Leased-EPC 244724L02	5.440000%	6.1300
10	Belle Calhoun, Widow 6843 Rocky Fork Wise VA 24293	Leased-EPC 244507L01	[0.000000] Life Estate	[0.000000]
	Carl Stidham & Louise Stidham, H/W P O Box 7068 Wise VA 24293	Leased-EPC 244507L01	1.840000% Remainderman	2.0700
11	Charles R Welch & Annetta Ruth Welch, H/W 703 Fairway Ave #7 Lakeland FL 33801	Leased-EPC 244976L01	11.170000%	12.5900
Unit Total			100.000000%	112.6900
Percentage of Unit Leased			93.800541%	
Percentage of Unit Unleased			6.199459%	
Acreage in Unit Leased				105.6942
Acreage in Unit Unleased				6.9958

INSTRUMENT #990005513
RECORDED IN THE CLERK'S OFFICE OF
WISE COUNTY ON
DECEMBER 7, 1999 AT 03:09PM
J. JACK KENNEDY, JR., CLERK

COMMONWEALTH OF VIRGINIA



OFFICIAL RECEIPT
WISE COUNTY CIRCUIT
DEED RECEIPT

DATE: 12/07/99 TIME: 15:10:23 ACCOUNT: 195CLR990005513 RECEIPT: 99000012784
CASHIER: TLS REG: WS06 TYPE: AG PAYMENT: FULL PAYMENT
INSTRUMENT : 990005513 BOOK: PAGE: RECORDED: 12/07/99 AT 15:09
GRANTOR: EQUITABLE PRODUCTION COMPANY EX: N LOC: CO
GRANTEE: VIRGINIA GAS AND OIL ROAD EX: N PCT: 100%
AND ADDRESS :

RECEIVED OF : DMHE AND DIANE J DAVIS: \$10.00

CHECK : \$34.00

DESCRIPTION 1: REPORT OF THE BOARD FINDINGS AND ORDER

2:

CONSIDERATION:	.00	ASSUME/VAL:	.00	MAP:	PAID
CODE DESCRIPTION		PAID	CODE DESCRIPTION		
301 DEEDS		33.00	145 VSLF		1.00

TENDERED :	34.00
AMOUNT PAID:	34.00
CHANGE AMT :	.00

CLERK OF COURT: J. JACK KENNEDY, JR.

O. GENE DISHNER
DIRECTOR

CHARLES M. HALE, JR.
CHIEF DEPUTY DIRECTOR

BENNY R. WAMPLER
DEPUTY DIRECTOR



DIVISIONS
ENERGY
GAS AND OIL
MINED LAND RECLAMATION
MINERAL MINING
MINERAL RESOURCES
MINES
ADMINISTRATION

COMMONWEALTH of VIRGINIA

Department of Mines, Minerals and Energy

Division of Gas and Oil

P. O. Box 1416

Abingdon, Virginia 24212-1416

Phone: (540) 676-5423

Fax: (540) 676-5459

The following orders are enclosed in this package under

Certified Mail Number Z 517 023 551.

Please acknowledge receipt and return this document by fax to 540-676-5459.

If you prefer, you may return by mail to DMME, P. O. Box 1416, Abingdon,

Virginia 24212.

Docket Number

VGOB-99/07/20-0739

VGOB-99/07/20-0738

VGOB-99/07/20-0737

VGOB-99/10/19-0762

Receiving Party Signature _____

Date of Receipt _____

O. GENE DISHNER
DIRECTOR

CHARLES M. HALE, JR.
CHIEF DEPUTY DIRECTOR

BENNY R. WAMPLER
DEPUTY DIRECTOR



DIVISIONS
ENERGY
GAS AND OIL
MINED LAND RECLAMATION
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VGOB-99/10/19-0762

Receiving Party Signature _____

Date of Receipt _____

O. GENE DISHNER
DIRECTOR

CHARLES M. HALE, JR.
CHIEF DEPUTY DIRECTOR

BENNY R. WAMPLER
DEPUTY DIRECTOR



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P. O. Box 1416

Abingdon, Virginia 24212-1416

Phone: (540) 676-5423

Fax: (540) 676-5459

December 9, 1999

Mr. James Kaiser
Wilhoit & Kaiser
P. O. Box 726
Kingsport, TN 37660

Certified Number Z 527 023 551

Dear Mr. Kaiser:

Enclosed you will find copies of Supplemental Orders for the following board dockets:

VGOB-99/07/20-0739

VGOB-99/07/20-0738

VGOB-99/07/20-0737

You will also find enclosed a copy of an order for docket VGOB-99/10/19-0761 and VGOB-99/10/19-0762 for a well location exception and pooling for Unit V-4337.

These orders have been recorded and are being furnished to you for processing. A copy of the supplemental orders have been forwarded to the escrow agent, First Union Bank, Philadelphia Pennsylvania under Ceretified Number Z 517 023 552 for processing and establishment on sub-accounts for these dockets.

If you have any questions, do not hesitate to call.

Sincerely,

A handwritten signature in cursive script, appearing to read "Diane Davis".

Diane Davis
Program Support Technician Sr.

Cc: Escrow Agent, First Union
Sandra Riggs, Assistant Attorney General
Equitable Production Company, Big Stone Gap